

**HEARING DATE: JANUARY 29, 2013 AT 10:00 A.M. EST  
OBJECTION DEADLINE: JANUARY 4, 2013 AT 4:00 P.M. EST**

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*Counsel for*

*AIG Asset Management (U.S.), LLC, et al.,  
Allstate Insurance Company, et al.,  
Massachusetts Mutual Life Insurance Company, and  
Prudential Insurance Company of America, et al.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
	)	
	)	

**NOTICE OF HEARING IN RESPECT OF MOTION OF AIG ASSET MANAGEMENT  
(U.S.), LLC, THE ALLSTATE ENTITIES, MASSACHUSETTS MUTUAL LIFE  
INSURANCE COMPANY, AND THE PRUDENTIAL ENTITIES FOR AN ORDER  
UNDER BANKRUPTCY RULE 3013 CLASSIFYING RMBS FRAUD CLAIMS IN THE  
SAME CLASS AS THE SECURITIZATION TRUSTS' CLAIMS FOR  
PURPOSES OF ANY CHAPTER 11 PLAN FOR THE DEBTORS**

**PLEASE TAKE NOTICE** that, on November 27, 2012, AIG Asset Management (U.S.), LLC and affiliated entities (collectively, “AIG”), Allstate Insurance Company and affiliated entities (collectively, “Allstate”), Massachusetts Mutual Life Insurance Company (“Mass Mutual”), and Prudential Insurance Company of America and affiliated entities (collectively,

“Prudential,” and, with AIG, Allstate, and Mass Mutual, the “Investors”), holders of general unsecured claims against Residential Capital, LLC and its debtor-subsidiaries (“the Debtors”), by and through their undersigned counsel, filed a motion (the “Motion”)<sup>1</sup> seeking the entry of an order pursuant to section 1122 of Title 11, United States Code (the “Bankruptcy Code”) and Rule 3013 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rules”) determining that, for purposes of any chapter 11 plan concerning the Debtors, (i) the Misrepresentation Claims (as defined below) and the R&W Claims (as defined below) should be classified together, and (ii) the Misrepresentation Claims cannot be classified in a class of claims that are subject to Bankruptcy Code section 510(b).

**PLEASE TAKE FURTHER NOTICE** that a hearing will be held on the Motion before the Honorable Martin Glenn, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, Courtroom 501, One Bowling Green, New York, New York 10004 (the "Bankruptcy Court") on **January 29, 2013 at 10:00 a.m.** (prevailing Eastern time), or as soon thereafter as counsel may be heard.

**PLEASE TAKE FURTHER NOTICE** that objections, if any, to the Motion and the relief requested therein must be made in writing, filed with the Bankruptcy Court (with a copy to Chambers) in accordance with the Order Under Bankruptcy Code Sections 102(1), *105(a)*, and *105(d)*, Bankruptcy Rules 10 15(c), 2002(m), and 9007, and Local Bankruptcy Rule 2002-2 Establishing Certain Notice, Case Management and Administrative Procedures entered by this Court on May 23, 2012 (Doc. 141) (the "Case Management Order"), and served on the Special Service List and General Service List as those terms are defined in the Case Management Order, so as to be received no later than **January 4, 2013 at 4:00 p.m. (prevailing Eastern time)**.

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<sup>1</sup> Capitalized terms used herein and not otherwise defined herein shall have the meanings set forth in the Motion.

**PLEASE TAKE FURTHER NOTICE** that the relief requested in the Motion may be granted without a hearing if no objection is timely filed and served as set forth above and in accordance with the Case Management Order.

Dated: November 27, 2012  
New York, New York

**QUINN EMANUEL URQUHART &  
SULLIVAN, LLP**

/s/ Susheel Kirpalani  
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